

# Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

May 14, 1996

## FEDERAL EXPRESS

Vernon A. Williams  
Surface Transportation Board  
Room 1324  
Twelfth & Constitution Ave., NW  
Washington, DC 20423

12535-1  
MAY 15 1996 10:12 AM

**Re: Equipment Trust Agreement, dated as of  
December 15, 1980, between Missouri Pacific  
Railroad Company and Chemical Bank, as Trustee**

Dear Mr. Williams:

Enclosed please find an original and three counterparts of the document described below, which are to be filed and recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of May 9, 1996, executed by Chemical Bank, as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 12535.

I have enclosed a fee of \$21. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:cee  
Enclosures  
cc: Michael J. Staffenbeal

g:\etfile\eticcmp.jjl

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

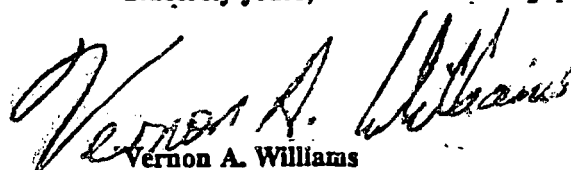
5/15/96

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower-Eighth And Eaton Aves  
Bethlehem, PA., 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/96 at 10:15AM, and assigned recordation number(s). 12535-C and 12535-D.

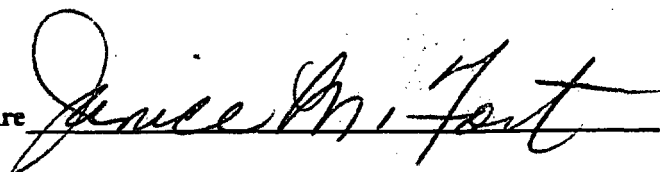
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BILL OF SALE AND DECLARATION OF PAYMENT

12535-C  
RECORDED

MAY 15 1996 - 10 11 AM

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (the "Company"), and Chemical Bank, a New York corporation, as trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of December 15, 1980, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on December 5, 1980 and assigned Recordation No. 12535; a Supplemental Agreement, dated as of March 14, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 21, 1989 and assigned Recordation No. 12535-A; and a Supplemental Agreement, dated as of December 21, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 23, 1992 and assigned Recordation No. 12535-B (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$24,750,000.00 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Certificates, Series No. 15; and

WHEREAS, on December 15, 1995 the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as

provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement.

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not been worn out or lost or destroyed or become unsuitable for use.

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 9 day of May, 1996.

CHEMICAL BANK,  
As Trustee

By: \_\_\_\_\_

  
VICE PRESIDENT

Attest:

  
TRUST OFFICER

STATE OF NEW YORK

)

) ss:

COUNTY OF NEW YORK

)

On this 9 day of May 1996, before me personally appeared W. B. DODGE, to me personally known, who being by me duly sworn, said that he is a VICE PRESIDENT of Chemical Bank, the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

GAETFILE\ETBSMCH6.JJD

**ANNABELLE DeLUCA**  
Notary Public, State of New York  
No. 01DE5013759  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires July 15, 1997

## SCHEDULE A

### MISSOURI PACIFIC RAILROAD COMPANY EQUIPMENT TRUST SERIES #15

DESCRIPTION OF EQUIPMENT AS OF DECEMBER 15, 1995

#### HOPPER CARS

MP	705500	MP	705541	MP	705585	MP	705626	MP	705669
MP	705501	MP	705542	MP	705586	MP	705627	MP	705670
MP	705502	MP	705543	MP	705587	MP	705628	MP	705671
MP	705503	MP	705544	MP	705588	MP	705629	MP	705672
MP	705504	MP	705545	MP	705589	MP	705630	MP	705673
MP	705505	MP	705546	MP	705590	MP	705631	MP	705674
MP	705506	MP	705547	MP	705591	MP	705632	MP	705675
MP	705507	MP	705548	MP	705592	MP	705633	MP	705676
MP	705508	MP	705550	MP	705593	MP	705634	MP	705677
MP	705509	MP	705551	MP	705594	MP	705635	MP	705678
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MP	705521	MP	705564	MP	705606	MP	705647	MP	705692
MP	705522	MP	705565	MP	705607	MP	705648	MP	705693
MP	705523	MP	705566	MP	705608	MP	705649	MP	705694
MP	705524	MP	705567	MP	705609	MP	705650	MP	705695
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MP	705540	MP	705584	MP	705625	MP	705668	MP	705712

MP	705713	MP	705767	<u>AUTO RACKS</u>	<u>LOCOMOTIVES</u>		
MP	705714	MP	705768				
MP	705715	MP	705769	MP	7963	UP	2290
MP	705716	MP	705770	MP	7964	UP	2291
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MP	705720	MP	705773	MP	7967	UP	2294
MP	705721	MP	705774	MP	7968	UP	2295
MP	705722	MP	705776			UP	2296
MP	705723	MP	705777			UP	2297
MP	705724	MP	705778			UP	2298
MP	705725	MP	705779			UP	2299
MP	705726					UP	2300
MP	705727					UP	2301
MP	705728					UP	2302
MP	705729	MP	83103			UP	2303
MP	705730	MP	83104			UP	2304
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MP	705732	MP	83106				
MP	705733	MP	83107				
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MP	705736	MP	83109				
MP	705737	MP	83110				
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GONDOLA CARS

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